

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
KATERRA INC.**
(a Delaware corporation)

September 15, 2017

Pursuant to Section 141(f) of the Delaware General Corporation Law (the “**DGCL**”), the undersigned, being all the members of the Board of Directors (the “**Board**”) of Katerra Inc., a Delaware corporation (the “**Company**”), hereby adopt and approve the following resolutions by unanimous written consent without a meeting effective as of the date first written above (unless otherwise noted in the resolutions).

Removal and Appointment of Directors and Officers

WHEREAS, Susan Kim has resigned as a Director and the Chief Financial Officer and Secretary of the Company and the Board desires to appoint Joanne Solomon as the Chief Financial Officer of the Company, Secretary of the Company and a member of the Board, effective immediately.

WHEREAS, Brad Knight has resigned as a Director and the Chief Executive Officer and President of the Company and the Board desires to appoint Michael Marks as the Chief Executive Officer and President of the Company, effective immediately.

WHEREAS, among other things, Section 4.1 of the Company’s Bylaws (the “**Bylaws**”) provides that any officer of the Company may resign at any time upon written notice to the Company and any vacancy occurring in any office of the Company may be filled by the Board.

WHEREAS, among other things, Section 2.2 of the Bylaws provides that any member of the Board may resign at any time upon written notice to the Company and any vacancy occurring in the Board may be filled by the Board.

NOW, THEREFORE, BE IT RESOLVED, that, effective immediately, the Board hereby appoints Joanne Solomon as (i) the Secretary and Chief Financial Officer of the Company, and (ii) a member of the Board, in each case until her successor is duly appointed or until her earlier resignation, death or removal from office.

RESOLVED FURTHER, that, effective immediately, the Board hereby appoints Michael Marks as (i) the Chief Executive Officer and President of the Company, in each case until his successor is duly appointed or until his earlier resignation, death or removal from office.

RESOLVED FURTHER, that following the date hereof, the officers of the Company shall be as set forth below:

Name	Office(s) Held
Michael Marks	President and Chief Executive Officer

Joanne Solomon	Secretary and Chief Financial Officer
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RESOLVED FURTHER, that following the date hereof, the directors of the Company shall be as set forth below:

- Joanne Solomon
- Michael Marks

Omnibus Resolution

RESOLVED FURTHER, that the officers of the Company are each hereby authorized and directed to do or cause to be done any and all such further acts and things to execute and deliver any and all such additional documents they may deem necessary or appropriate in order to carry into effect the purposes and intent of the foregoing resolutions.

[Signature Page Follows]

This consent may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and such counterparts shall together constitute one and the same document. This action by written consent is effective, and the resolutions herein are adopted, as of the date signed below.

Date: September 15, 2017



Michael Marks, Director